

**QUINN EMANUEL URQUHART  
OLIVER & HEDGES, LLP**

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*Counsel For Collective Of Tranche C DIP Lenders*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re:	:
	: Chapter 11
DELPHI CORP., <u>ET AL.</u> ,	: Case No. 05-44481 (RDD)
	: Jointly Administered
Debtors.	:
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**VERIFIED STATEMENT OF QUINN EMANUEL URQUHART  
OLIVER & HEDGES, LLP, PURSUANT TO FED. R. BANKR. P. 2019(a)**

Quinn Emanuel Urquhart Oliver & Hedges, LLP ("Quinn Emanuel" or "Counsel") hereby submits this verified statement (the "Verified Statement") pursuant to Fed. R. Bankr. P. 2019(a), and respectfully states as follows:

1. Quinn Emanuel is a law firm that maintains offices at, among other locations, 51 Madison Avenue, New York, NY 10010.

2. Counsel appears in the above-captioned cases on behalf of the following entities, whom Counsel represents jointly in their capacities as holders of Tranche C Commitments, as

such term is defined in the Credit Agreement,<sup>1</sup> specifically: (i) Aberdeen Loan Funding Ltd.; (ii) Anchorage Capital Master Offshore, Ltd.; (iii) Anchorage Crossover Credit Offshore Master Fund, Ltd.; (iv) Carlson Capital, L.P., on behalf of certain of its portfolio funds; (v) Geer Mountain Financing Ltd.; (vi) Highland Credit Opportunities CDO Ltd.; (vii) Hillmark Funding Ltd.; (viii) Luxor Capital, LLC; (ix) Mariner LDC; (x) Mariner Tricadia Credit Strategies Master Fund Ltd.; (xi) Monarch Alternative Capital LP; (xii) OHP CBNA Funding LLC; (xiii) Pentwater Credit Partners, L.P.; (xiv) RiverSource Investments, LLC, on behalf of certain of its portfolio funds; (xv) Silver Point Capital Fund, L.P.; (xvi) Spectrum Investment Partners, L.P.; (xvii) Stoney Lane Funding Ltd.; (xviii) Tricadia Distressed and Special Situations Master Fund Ltd.; (xix) West Gate Horizon Advisors, on behalf of certain of its portfolio funds; (xx) WhiteHorse I, Ltd.; (xxi) WhiteHorse II, Ltd.; (xxii) WhiteHorse III, Ltd.; and (xxiii) WhiteHorse IV, Ltd. (collectively, the "Tranche C Collective"). Counsel and the Tranche C Collective have retained the Blackstone Group, L.P., to assist in this representation.

3. Aberdeen Loan Funding Ltd. and Highland Credit Opportunities CDO Ltd. maintain offices at 13455 Noel Road, STE 800, Dallas, TX 75240.

4. Anchorage Capital Master Offshore, Ltd. and Anchorage Crossover Credit Offshore Master Fund, Ltd. maintain offices at 610 Broadway, 6th Floor, New York, NY 10012.

5. Carlson Capital, L.P. maintains offices at 2100 McKinney Avenue, Suite 1600, Dallas, TX 75201.

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<sup>1</sup> Amended And Restated Revolving Credit Agreement, Term Loan And Guaranty Agreement among Delphi Corporation, as Borrower, and JPMorgan Chase Bank, N.A., as Administrative Agent, dated May 9, 2008 (the "Credit Agreement"). Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Credit Agreement.

6. Geer Mountain Financing Ltd. and OHP CBNA Funding LLC maintain offices at 650 Fifth Avenue, 9th Floor, New York, NY 10019.

7. Hillmark Funding Ltd. and Stoney Lane Funding Ltd. maintain offices at 600 Madison Avenue, 16th Floor, New York, NY 10022.

8. Luxor Capital, LLC maintains offices at 767 Fifth Avenue, 19th Floor, New York, NY 10153.

9. Mariner LDC, Mariner Tricadia Credit Strategies Master Fund Ltd., and Tricadia Distressed and Special Situations Master Fund Ltd., maintain offices at 767 Third Avenue, 11th Floor, New York, NY 10017.

10. Monarch Alternative Capital LP maintains offices at 535 Madison Avenue, New York, NY 10022.

11. Pentwater Credit Partners, Ltd. maintains offices at 227 W. Monroe, Suite 4000, Chicago, IL 60606.

12. RiverSource Investments, LLC, on behalf of certain of its portfolio funds, maintains offices at 100 N. Sepulveda Blvd., Suite 650, El Segundo, CA 90245.

13. Silver Point Capital Fund, L.P. maintain offices at Two Greenwich Plaza, 1st Floor, Greenwich, CT 06830-6353.

14. Spectrum Investment Partners, L.P. maintains offices at 1250 Broadway, Suite 810, New York, NY 10001.

15. West Gate Horizon Advisors, on behalf of certain of its portfolio funds, maintains offices at 333 South Grand Avenue, Suite 4100, Los Angeles, CA 90071.

16. WhiteHorse I, Ltd., WhiteHorse II, Ltd., WhiteHorse III, Ltd., and WhiteHorse IV, Ltd. maintain offices at 200 Crescent Court, Suite 1414, Dallas, TX 75201.

17. Counsel was approached on or around October 8, 2008 by certain members of the Tranche C Collective to represent the Tranche C Collective.

18. Counsel does not hold any claims against or interests in the above-captioned debtors.

19. The undersigned hereby clarifies: (a) Counsel does not represent any party in connection with these cases other than the Tranche C Collective; and (b) each of the members of the Tranche C Collective, through Counsel, represents only its own interests and not those of any other holder of claims or equity interests in these cases.

20. The members of the Tranche C Collective have not delegated any authority or power to any committee or entity (other than Counsel, to the extent directed by each client) to represent its interests or to speak on its behalf in these cases. In retaining Counsel, the Tranche C Collective sought only (a) to economize legal expenses, (b) to enhance the possibility of a coordinated effort on behalf of similarly situated parties for so long as its members wish to do so, and (c) to minimize duplication of effort and burdens on the Court's docket.

21. No party in interest in the above-captioned bankruptcy cases should construe the term "Tranche C Collective" as acting as an official or unofficial "committee," or in any representative or fiduciary capacity, and no third party should consider the Tranche C Collective as protecting their interests.

22. The undersigned hereby verifies that this Verified Statement is true and accurate to the best of the undersigned's knowledge and belief.

23. Counsel reserves the right to revise and supplement this Verified Statement.

Respectfully submitted,

Dated: November 18, 2008  
New York, New York

**QUINN EMANUEL URQUHART  
OLIVER & HEDGES, LLP**

By: /s/ Susheel Kirpalani  
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